

Hearing Date: June 5, 2015 at 10:00 a.m.
Objections Due: May 18, 2015 at 5:00 p.m.

QUINN EMANUEL URQUHART & SULLIVAN LLP

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New York, New York 10010
(212) 849-7000

*Attorneys for Plaintiffs Solus Alternative Asset
Management LP, Ultra Master Ltd, SOLA Ltd,
Solus Opportunities Fund 1 LP, Solus Opportunities Fund 2 LP,
Solus Recovery Fund III Master LP, Angelo, Gordon & Co., L.P.,
AG Super Fund International Partners, L.P.,
Botticelli LLC, Longhorn Credit Funding, LLC,
NexPoint Credit Strategies Fund, and Gov Re, Ltd.*

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE:

DPH HOLDINGS CORP., et al.,

Reorganized Debtors.

SOLUS ALTERNATIVE ASSET
MANAGEMENT LP, ANGELO GORDON &
CO, L.P., LONGHORN CREDIT FUNDING,
LLC, NEXPOINT CREDIT STRATEGIES
FUND, GOV RE, LTD., ULTRA MASTER
LTD, SOLA LTD, SOLUS OPPORTUNITIES
FUND 1 LP, SOLUS OPPORTUNITIES FUND
2 LP, SOLUS RECOVERY FUND III MASTER
LP, AG SUPER FUND INTERNATIONAL
PARTNERS, L.P., and BOTTICELLI LLC,

Plaintiffs,

vs.

DELPHI AUTOMOTIVE PLC and DELPHI
AUTOMOTIVE LLP,

Defendants.

:
: Chapter 11
:
: Case No. 05-44481 (RDD)
: (Jointly Administered)
:
: Adversary No. 14-02445 (RDD)
:
: **NOTICE OF PLAINTIFFS'**
: **MOTION, PURSUANT TO 11 U.S.C.**
: **§ 105(a) AND FED. R. CIV. P. 56(a),**
: **FOR SUMMARY JUDGMENT ON**
: **COUNT ONE AND COUNT TWO OF**
: **FIRST AMENDED COMPLAINT**
: **FOR DECLARATORY RELIEF AND**
: **BREACH OF CONTRACT AND FOR**
: **AN ORDER DIRECTING**
: **COMPANY TO COMMENCE**
: **MAKING GENERAL UNSECURED**
: **MDA DISTRIBUTION TO OLD**
: **DELPHI GENERAL UNSECURED**
: **CREDITORS**

PLEASE TAKE NOTICE THAT, upon the accompanying Memorandum of Law, the accompanying Declaration of James C. Tecce, and all pleadings and proceedings heretofore had before this Court, Plaintiffs in the above-captioned adversary proceeding (the “Adversary Proceeding”), (a) Solus Alternative Asset Management LP (“Solus”) and the following funds under its management and control: Ultra Master Ltd, SOLA Ltd, Solus Opportunities Fund 1 LP, Solus Opportunities Fund 2 LP, and Solus Recovery Fund III Master LP (collectively, the “Solus Funds”); (b) Angelo, Gordon & Co., L.P. (“Angelo Gordon”) and the following funds under its management and control: AG Super Fund International Partners, L.P. and Botticelli LLC (collectively, the “Angelo Gordon Funds”); and (c) Longhorn Credit Funding, LLC, NexPoint Credit Strategies Fund, and Gov Re, Ltd. (collectively, the “Highland Funds,” and, with Solus, the Solus Funds, Angelo Gordon, and the Angelo Gordon Funds, “Plaintiffs”), by their undersigned counsel, will move before the Honorable Robert D. Drain of the United States Bankruptcy Court for the Southern District of New York, Charles L. Brieant, Jr. United States Courthouse, 300 Quarropas Street, 2nd Floor, White Plains NY 10601-4150, on **June 5, 2015 at 10:00 a.m. (ET)**, or such other time as the Court may determine, pursuant to 11 U.S.C. § 105(a), Rule 56(a) of the Federal Rules of Civil Procedure, made applicable to the Adversary Proceeding pursuant to Rule 7056 of the Federal Rules of Bankruptcy Procedure, and Rule 7056-1 of the Local Bankruptcy Rules for the Southern District of New York, for the entry of an Order substantially in the form annexed hereto as Exhibit A (a) granting summary judgment with respect to the relief requested in Count One and Count Two of Plaintiffs’ First Amended Complaint For Declaratory Relief And Breach Of Contract (Docket No. 20) (the “Amended Complaint”) against defendants Delphi Automotive PLC (“DAP”) and Delphi Automotive LLP (“DAL,” and together with DAP, “Defendants”) and (b) directing the Company to commence making the General Unsecured MDA Distribution (the “Motion”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be in writing, must conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, must set forth the name of the objecting party, the basis for the objection and the specific grounds therefore, and must be filed with the Bankruptcy Court, electronically in accordance with General Order M-242 (General Order M-242 and the User's Manual for the Electronic Case Filing System may be found at www.nysb.uscourts.gov, the official website for the Bankruptcy Court) by registered users of the Bankruptcy Court's case filing system, and by all other parties in interest on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with a hard copy hand delivered directly to the Chambers of the Honorable Robert D. Drain at the United States Bankruptcy Court, Southern District of New York, Charles L. Briant, Jr. United States Courthouse, 300 Quarropas Street, 2nd Floor, White Plains NY 10601-4150), in accordance with General Order M-242, and any objection must further be served upon (i) Quinn Emanuel Urquhart & Sullivan, LLP, 51 Madison Avenue, 22nd Floor, New York, New York 10010, Attn: Susheel Kirpalani, Esq. and James C. Tecce, Esq., attorneys for Plaintiffs; and (ii) Friedman Kaplan Seiler & Adelman LLP, Seven Times Square, New York, New York 10036, Attn: Edward A. Friedman, Esq. and Jeffrey C. Fourmaux, Esq., attorneys for Defendants, so as to be filed and received by no later than **May 18, 2015 at 5:00 p.m. (ET)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing on any date after the Objection Deadline.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted upon default.

Dated: April 24, 2015
New York, New York

Respectfully submitted,

**QUINN EMANUEL URQUHART &
SULLIVAN LLP**

By: /s/ James C. Tecce
Susheel Kirpalani
James C. Tecce
Eric M. Kay
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SOLA Ltd, Solus Opportunities Fund 1 LP,
Solus Opportunities Fund 2 LP, Solus
Recovery Fund III Master LP, Angelo,
Gordon & Co., L.P., AG Super Fund
International Partners, L.P., Botticelli LLC,
Longhorn Credit Funding, LLC, NexPoint
Credit Strategies Fund, and Gov Re, Ltd.*

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE:	:	
	:	Chapter 11
DPH HOLDINGS CORP., <u>et al.</u> ,	:	
	:	Case No. 05-44481 (RDD)
Reorganized Debtors.	:	(Jointly Administered)
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SOLUS ALTERNATIVE ASSET	:	
MANAGEMENT LP, ANGELO GORDON &	:	Adversary No. 14-02445 (RDD)
CO, L.P., LONGHORN CREDIT FUNDING,	:	
LLC, NEXPOINT CREDIT STRATEGIES	:	
FUND, GOV RE, LTD., ULTRA MASTER	:	
LTD, SOLA LTD, SOLUS OPPORTUNITIES	:	
FUND 1 LP, SOLUS OPPORTUNITIES FUND	:	
2 LP, SOLUS RECOVERY FUND III MASTER	:	
LP, AG SUPER FUND INTERNATIONAL	:	
PARTNERS, L.P., and BOTTICELLI LLC,	:	
	:	
Plaintiffs,	:	
	:	
vs.	:	
	:	
DELPHI AUTOMOTIVE PLC and DELPHI	:	
AUTOMOTIVE LLP,	:	
	:	
Defendants.	:	
<hr/>		

**[PROPOSED] ORDER GRANTING PLAINTIFF'S MOTION, PURSUANT TO 11 U.S.C.
§ 105(a) AND FED. R. CIV. P. 56(a), FOR SUMMARY JUDGMENT ON COUNT ONE
AND COUNT TWO OF FIRST AMENDED COMPLAINT FOR DECLARATORY
RELIEF AND BREACH OF CONTRACT AND DIRECTING COMPANY TO
COMMENCE MAKING GENERAL UNSECURED MDA DISTRIBUTION
TO OLD DELPHI GENERAL UNSECURED CREDITORS**

Upon the motion (Docket No. __) (the “Motion”) and accompanying memorandum of law in support of the Motion (Docket No. __) (the “Memorandum of Law”)¹ of the above-captioned plaintiffs (collectively, the “Plaintiffs”), pursuant to 11 U.S.C. § 105(a), Rule 56(a) of

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Memorandum of Law.

the Federal Rules of Civil Procedure, made applicable to the Adversary Proceeding pursuant to Rule 7056 of the Federal Rules of Bankruptcy Procedure, and Rule 7056-1 of the Local Bankruptcy Rules for the Southern District of New York, for the entry of an Order (a) granting summary judgment with respect to the relief requested in Count One and Count Two of Plaintiffs' First Amended Complaint For Declaratory Relief And Breach Of Contract (Docket No. 20) (the "Amended Complaint") against defendants Delphi Automotive PLC ("DAP") and Delphi Automotive LLP ("DAL," and together with DAP, "Defendants" or the "Company") and (b) directing the Company to commence making the General Unsecured MDA Distribution; and the Court having jurisdiction over the Motion and relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue of this proceeding and the Motion in this District being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of this Motion and the opportunity for a hearing on this Motion were proper and that no other or further notice need be given; and a hearing (the "Hearing") having been held to consider the relief requested in the Motion; and the Court having found and determined that the relief requested in the Motion is warranted; and the Court having considered any objections filed to the Motion; and after due deliberation and sufficient cause appearing therefor and based upon the record of the Hearing, it is hereby **ORDERED THAT:**

1. The Motion is **GRANTED**.
2. The Company to directed to commence making the General Unsecured MDA Distribution in accordance with the terms of the Modified Plan.
3. The Company is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion and the Modified Plan.

4. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: June __, 2015
New York, New York

Honorable Robert D. Drain
United States Bankruptcy Judge